

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO., et al.,

Debtors.

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Chapter 11

Case No. 01-01139 (KJC)

(Jointly Administered)

Obj. Deadline: December 24, 2013

ONE HUNDRED AND TWENTY-FOURTH APPLICATION OF BLACKSTONE ADVISORY
PARTNERS L.P. AS FINANCIAL ADVISOR TO W. R. GRACE & CO. AND AFFILIATES
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013

Name of Applicant:

Blackstone Advisory Partners L.P.

Authorized to Provide
Professional Services to:

Debtors

Date of Retention Order:

June 22, 2001, effective April 2, 2001

Period for which compensation and
reimbursement is sought:

September 1, 2013 through September 30, 2013

Amount of Compensation
sought as actual, reasonable and necessary:

Total
\$25,000.00

(Holdback @ 20%)
(\$5,000.00)

Amount of Expense Reimbursement
sought as actual, reasonable and necessary:

\$29.50

Amount of Cash Payment Sought:

\$20,029.50

This is a x monthly ___ interim ___ final application

Summary of Monthly Applications:

Date Filed	Period(s) Covered	Requested		Approved		Unapproved	Unpaid
		Fees	Expenses	Fees	Expenses	Holdback(s)	Amount(s)
07/31/01	04/02/01 – 06/30/01	\$519,166.66	7,663.95	\$519,166.66	7,663.95	\$--	\$--
08/24/01	07/01/01 – 07/31/01	175,000.00	3,504.53	175,000.00	3,504.53	--	--
10/16/01	08/01/01 – 08/31/01	175,000.00	16,124.84	175,000.00	16,124.84	--	--
11/21/01	09/01/01 – 09/30/01	175,000.00	11,846.09	175,000.00	11,846.09	--	--
11/30/01	10/01/01 – 10/31/01	175,000.00	5,042.39	175,000.00	5,042.39	--	--
01/31/02	11/01/01 – 11/30/01	175,000.00	7,477.10	175,000.00	7,477.10	--	--
01/31/02	12/01/01 – 12/31/01	175,000.00	2,133.92	175,000.00	2,133.92	--	--
03/15/02	01/01/02 – 01/31/02	175,000.00	5,140.26	175,000.00	5,140.26	--	--
04/05/02	02/01/02 – 02/28/02	175,000.00	1,719.69	175,000.00	1,719.69	--	--
05/02/02	03/01/02 – 03/31/02	175,000.00	631.92	175,000.00	631.92	--	--
07/25/02	04/01/02 – 04/30/02	175,000.00	2,736.03	175,000.00	2,736.03	--	--
08/15/02	05/01/02 – 05/31/02	175,000.00	516.61	175,000.00	516.61	--	--
08/15/02	06/01/02 – 06/30/02	175,000.00	733.20	175,000.00	733.20	--	--
11/13/02	07/01/02 – 07/31/02	175,000.00	2,603.74	175,000.00	2,603.74	--	--
11/13/02	08/01/02 – 08/31/02	175,000.00	3,547.21	175,000.00	3,547.21	--	--
11/13/02	09/01/02 – 09/30/02	175,000.00	1,611.87	175,000.00	1,611.87	--	--
02/14/03	10/01/02 – 10/31/02	175,000.00	1,848.24	175,000.00	1,848.24	--	--
02/14/03	11/01/02 – 11/30/02	175,000.00	2,109.76	175,000.00	2,109.76	--	--
02/14/03	12/01/02 – 12/31/02	175,000.00	1,570.49	175,000.00	1,570.49	--	--
03/25/04	01/01/03 – 12/31/03	525,000.00	10,063.83	525,000.00	10,063.83	--	--
08/17/04	01/01/04 – 06/30/04	525,000.00	2,833.02	525,000.00	2,833.02	--	--
11/15/04	07/01/04 – 09/30/04	525,000.00	22,158.70	525,000.00	22,158.70	--	--
11/24/04	10/01/04 – 10/31/04	175,000.00	3,635.27	175,000.00	3,635.27	--	--
01/24/05	11/01/04 – 11/30/04	175,000.00	4,369.47	175,000.00	4,369.47	--	--
01/24/05	12/01/04 – 12/31/04	175,000.00	1,129.94	175,000.00	1,129.94	--	--
03/07/05	01/01/05 – 01/31/05	175,000.00	2,347.64	175,000.00	2,347.64	--	--
05/19/05	02/01/05 – 02/28/05	175,000.00	742.42	175,000.00	742.42	--	--
05/19/05	03/01/05 – 03/31/05	175,000.00	1,106.33	175,000.00	1,106.33	--	--
08/26/05	04/01/05 – 04/30/05	100,000.00	3,082.08	100,000.00	3,082.08	--	--
08/26/05	05/01/05 – 05/31/05	50,000.00	1,709.38	50,000.00	1,709.38	--	--
08/26/05	06/01/05 – 06/30/05	50,000.00	2,917.10	50,000.00	2,917.10	--	--
05/10/06	07/01/05 – 07/31/05	75,000.00	2,289.24	75,000.00	2,289.24	--	--
05/10/06	08/01/05 – 08/31/05	50,000.00	2,304.36	50,000.00	2,304.36	--	--
05/10/06	09/01/05 – 09/30/05	25,000.00	679.00	25,000.00	679.00	--	--
06/21/06	10/01/05 – 10/31/05	100,000.00	786.97	100,000.00	786.97	--	--
06/21/06	11/01/05 – 11/30/05	100,000.00	1,854.08	100,000.00	1,854.08	--	--
06/21/06	12/01/05 – 12/31/05	100,000.00	488.35	100,000.00	488.35	--	--
07/25/06	01/01/06 – 01/31/06	50,000.00	1,369.41	50,000.00	1,369.41	--	--
07/25/06	02/01/06 – 02/28/06	100,000.00	560.94	100,000.00	560.94	--	--
07/25/06	03/01/06 – 03/31/06	100,000.00	1,273.41	100,000.00	1,273.41	--	--
09/21/06	04/01/06 – 04/30/06	75,000.00	208.81	75,000.00	208.81	--	--
09/21/06	05/01/06 – 05/31/06	100,000.00	1,660.26	100,000.00	1,660.26	--	--
09/21/06	06/01/06 – 06/30/06	125,000.00	2,155.45	125,000.00	2,155.45	--	--
10/18/06	07/01/06 – 07/31/06	125,000.00	4,794.17	125,000.00	4,794.17	--	--
11/30/06	08/01/06 – 08/31/06	75,000.00	1,665.99	75,000.00	1,665.99	--	--
11/30/06	09/01/06 – 09/30/06	75,000.00	995.60	75,000.00	995.60	--	--
02/28/07	10/01/06 – 10/31/06	100,000.00	704.00	100,000.00	704.00	--	--
02/28/07	11/01/06 – 11/30/06	175,000.00	1,104.42	175,000.00	1,104.42	--	--
02/28/07	12/01/06 – 12/31/06	150,000.00	1,509.61	150,000.00	1,509.61	--	--

Date Filed	Period(s) Covered	Requested		Approved		Unapproved	Unpaid
		Fees	Expenses	Fees	Expenses	Holdback(s)	Amount(s)
04/10/07	01/01/07 – 01/31/07	100,000.00	5,412.84	100,000.00	5,412.84	--	--
06/29/07	02/28/07 – 02/28/07	100,000.00	1,260.82	100,000.00	1,260.82	--	--
06/29/07	03/01/07 – 03/31/07	100,000.00	535.30	100,000.00	535.30	--	--
09/20/07	04/01/07 – 04/30/07	100,000.00	3,145.97	100,000.00	3,145.97	--	--
09/20/07	05/01/07 – 05/31/07	125,000.00	148.40	125,000.00	148.40	--	--
09/20/07	06/01/07 – 06/30/07	125,000.00	584.53	125,000.00	584.53	--	--
11/19/07	07/01/07 – 07/31/07	125,000.00	786.94	125,000.00	786.94	--	--
11/19/07	08/01/07 – 08/31/07	--	997.55	--	997.55	--	--
11/19/07	09/01/07 – 09/30/07	75,000.00	585.59	75,000.00	585.59	--	--
03/13/08	10/01/07 – 10/31/07	100,000.00	1,518.85	100,000.00	1,518.85	--	--
03/13/08	11/01/07 – 11/30/07	75,000.00	241.73	75,000.00	241.73	--	--
03/13/08	12/01/07 – 12/31/07	50,000.00	270.44	50,000.00	270.44	--	--
05/22/08	01/01/08 – 01/31/08	100,000.00	2,618.39	100,000.00	2,618.39	--	--
05/22/08	02/01/08 – 02/29/08	150,000.00	377.34	150,000.00	377.34	--	--
05/22/08	03/01/08 – 03/31/08	75,000.00	1,468.54	75,000.00	1,468.54	--	--
10/16/08	04/01/08 – 04/30/08	150,000.00	370.04	150,000.00	370.04	--	--
10/16/08	05/01/08 – 05/31/08	125,000.00	868.61	125,000.00	868.61	--	--
10/16/08	06/01/08 – 06/30/08	175,000.00	7,178.80	175,000.00	7,178.80	--	--
01/09/09	07/01/08 – 07/31/08	175,000.00	1,507.33	175,000.00	1,507.33	--	--
01/09/09	08/01/08 – 08/31/08	175,000.00	3,482.81	175,000.00	3,482.81	--	--
01/09/09	09/01/08 – 09/30/08	175,000.00	7,491.74	175,000.00	7,491.74	--	--
01/09/09	10/01/08 – 10/31/08	150,000.00	3,166.54	120,000.00	3,166.54	--	--
04/20/09	11/01/08 – 11/30/08	75,000.00	3,762.45	75,000.00	3,762.45	--	--
04/20/09	12/01/08 – 12/31/08	75,000.00	4,251.05	75,000.00	4,251.05	--	--
07/06/09	01/01/09 – 01/31/09	75,000.00	407.84	75,000.00	407.84	--	--
07/06/09	02/01/09 – 02/28/09	175,000.00	840.67	175,000.00	840.67	--	--
07/06/09	03/01/09 – 03/31/09	150,000.00	1,515.13	150,000.00	1,515.13	--	--
09/03/09	04/01/09 – 04/30/09	150,000.00	1,757.02	150,000.00	1,757.02	--	--
09/03/09	05/01/09 – 05/31/09	175,000.00	4,503.06	175,000.00	1,515.13	--	--
09/03/09	06/01/09 – 06/30/09	175,000.00	4,246.49	175,000.00	4,246.49	--	--
12/14/09	07/01/09 – 07/31/09	175,000.00	10,766.12	175,000.00	10,766.12	--	--
12/14/09	08/01/09 – 08/31/09	175,000.00	2,367.44	175,000.00	2,367.44	--	--
12/14/09	09/01/09 – 09/30/09	100,000.00	3,953.33	100,000.00	3,953.33	--	--
12/15/09	10/01/09 – 10/31/09	100,000.00	1,354.62	100,000.00	1,354.62	--	--
--	11/01/09 – 11/30/09	--	--	--	--	--	--
02/12/10	12/01/09 – 12/31/09	100,000.00	1,839.20	100,000.00	1,839.20	--	--
03/12/10	01/01/10 – 01/31/10	150,000.00	1,633.77	150,000.00	1,633.77	--	--
--	02/01/10 – 02/28/10	--	--	--	--	--	--
04/29/10	03/01/10 – 03/31/10	175,000.00	4,238.44	175,000.00	4,238.44	--	--
05/28/10	04/01/10 – 04/30/10	175,000.00	4,575.58	175,000.00	4,575.58	--	--
06/25/10	05/01/10 – 05/31/10	175,000.00	7,750.24	175,000.00	7,750.24	--	--
08/05/10	06/01/10 – 06/30/10	175,000.00	5,202.91	175,000.00	5,202.91	--	--
09/09/10	07/01/10 – 07/31/10	50,000.00	6,204.42	50,000.00	6,204.42	--	--
--	08/01/10 – 08/31/10	--	--	--	--	--	--
11/16/10	09/01/10 – 09/30/10	125,000.00	2,435.45	125,000.00	1,283.70	--	--
12/13/10	10/01/10 – 10/31/10	175,000.00	475.19	175,000.00	475.19	--	--
02/01/11	11/01/10 – 11/30/10	175,000.00	2,625.52	175,000.00	2,625.52	--	--
02/09/11	12/01/10 – 12/31/10	125,000.00	590.30	125,000.00	590.30	--	--
02/25/11	01/01/11 – 01/31/11	175,000.00	1,365.89	175,000.00	1,365.89	--	--
04/05/11	02/01/11 – 02/28/11	175,000.00	2,531.48	175,000.00	2,531.48	--	--
04/28/11	03/01/11 – 03/31/11	125,000.00	714.49	125,000.00	714.49	--	--

Date Filed	Period(s) Covered	Requested		Approved		Unapproved Holdback(s)	Unpaid Amount(s)
		Fees	Expenses	Fees	Expenses		
06/06/11	04/01/11 – 04/30/11	175,000.00	1,130.07	175,000.00	1,130.07	--	--
07/19/11	05/01/11 – 05/30/11	175,000.00	711.36	175,000.00	711.36	--	--
08/05/11	06/01/11 – 06/30/11	175,000.00	46.88	175,000.00	46.88	--	--
09/22/11	07/01/11 – 07/31/11	175,000.00	896.76	175,000.00	896.76	--	--
10/13/11	08/01/11 – 08/31/11	125,000.00	834.50	125,000.00	834.50	--	--
11/28/11	09/01/11 – 09/30/11	75,000.00	150.00	75,000.00	150.00	--	--
12/20/11	10/01/11 – 10/31/11	25,000.00	1,430.65	25,000.00	1,430.65	--	--
01/17/12	11/01/11 – 11/30/11	50,000.00	--	50,000.00	--	--	--
02/21/12	12/01/11 – 12/31/11	75,000.00	135.30	75,000.00	135.30	--	--
03/14/12	01/01/12 – 01/31/12	75,000.00	1,215.61	75,000.00	1,215.61	--	--
04/03/12	02/01/12 – 02/29/12	75,000.00	302.18	75,000.00	302.18	--	--
05/02/12	03/01/12 – 03/31/12	100,000.00	984.89	100,000.00	984.89	--	--
06/06/12	04/01/12 – 04/30/12	25,000.00	178.45	25,000.00	178.45	--	--
07/19/12	05/01/12 – 05/31/12	50,000.00	392.56	50,000.00	392.56	--	--
08/08/12	06/01/12 – 06/30/12	125,000.00	136.76	125,000.00	136.76	--	--
09/10/12	07/01/12 – 07/31/12	125,000.00	266.07	125,000.00	266.07	--	--
10/19/12	08/01/12 – 08/31/12	100,000.00	162.47	125,000.00	162.47	--	--
11/09/12	09/01/12 – 09/30/12	100,000.00	--	100,000.00	--	--	--
12/12/12	10/01/12 – 10/31/12	50,000.00	321.30	50,000.00	321.30	--	--
01/17/13	11/01/12 – 11/30/12	50,000.00	20.10	50,000.00	20.10	--	--
02/04/13	12/01/12 – 12/31/12	75,000.00	--	75,000.00	--	--	--
03/18/11	01/01/13 – 01/31/13	100,000.00	1.82	100,000.00	1.82	--	--
06/04/13	02/01/13 – 03/31/13	25,000.00	75.50	25,000.00	75.50	--	--
06/21/13	04/01/13 – 04/30/13	75,000.00	--	75,000.00	--	--	--
08/16/13	05/01/13 – 06/30/13	125,000.00	583.33	100,000.00	583.33	25,000.00	25,000.00
10/03/13	07/01/13 – 07/31/13	50,000.00	886.56	40,000.00	886.56	10,000.00	10,000.00
11/05/13	08/01/13 – 08/31/13	25,000.00	193.30	--	--	5,000.00	5,000.00

Blackstone Advisory Partners L.P.

December 4, 2013

Mr. Fred Festa
Chairman & Chief Executive Officer
W. R. Grace & Co.
7500 Grace Drive
Columbia, Maryland 21044

Monthly Fee for the period of September 1, 2013 through September 30, 2013:	\$	25,000.00
Less: 20% holdback pursuant to the Court's Administrative Order:		(5,000.00)
Out-of-pocket expenses processed for the period through September 30, 2013: ⁽¹⁾		
Ground Transportation	\$	11.00
Meals		18.50
		<u>29.50</u>
Total Amount Due	\$	<u>20,029.50</u>

Please wire transfer funds to:

JP Morgan Chase
One Chase Manhattan Plaza
New York, NY 10017
ABA# 021 000 021
Credit Account: Blackstone Advisory Partners L.P.
Account Receivable Dept. 16th Floor
Account # 066-287472

Invoice No. 1449

⁽¹⁾ Expenses incurred, but not yet processed due to timing differences will be billed at a later date.

Blackstone Advisory Partners L.P.
345 Park Avenue
New York, NY 10154
212 583-5000

W. R. Grace & Co.
Summary of Expenses

	GL Detail Sep-13	Total Expenses
Ground Transportation - Local Travel	\$ 11.00	\$ 11.00
Employee Meals	18.50	18.50
Total Expenses	\$ 29.50	\$ 29.50
Ground Transportation		\$ 11.00
Meals		18.50
Total Expenses		\$ 29.50

W. R. Grace & Co.
Detail of Expenses Processed
Through September 30, 2013
Invoice No. 1449

Ground Transportation - Local Travel

Federbush (weeknight taxi home from Blackstone after working late)	08/26/13	11.00	
	Subtotal - Ground Transportation - Local Travel	\$ 11.00	

Employee Meals

Federbush (weeknight working dinner meal @ Blackstone while working late)	08/26/13	18.50	
	Subtotal - Employee Meals	18.50	
	Total Expenses	\$ 29.50	

**BLACKSTONE ADVISORY PARTNERS L.P.
SUMMARY OF HOURS FOR THE PERIOD OF
SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013**

Professional	Title	Hours
Jamie O'Connell	Managing Director	3.3
Adam Schlesinger	Associate	27.0
Justin Federbush	Analyst	<u>22.9</u>
	Total	<u><u>53.2</u></u>

BLACKSTONE ADVISORY PARTNERS L.P.
HOURLY DETAILS FOR THE PERIOD OF
SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013

Professional	Date	Hours	Category	Explanation
Adam Schlesinger	09/09/13	1.2	Business Analysis	Review financial model
Adam Schlesinger	09/12/13	0.3	Business Analysis	Communication with management regarding business matter
Jamie O'Connell	09/18/13	0.3	Business Analysis	Review presentation on business matter
Jamie O'Connell	09/19/13	0.1	Business Analysis	Call regarding business matter
Adam Schlesinger	09/22/13	1.0	Business Analysis	Review subordination premium analysis
Adam Schlesinger	09/23/13	0.7	Business Analysis	Review capital structure
Adam Schlesinger	09/24/13	1.5	Business Analysis	Review subordination premium analysis
Adam Schlesinger	09/25/13	0.2	Business Analysis	Meeting with J. Federbush regarding Subordination Premium Analysis
Adam Schlesinger	09/25/13	0.6	Business Analysis	Review presentation
Jamie O'Connell	09/25/13	0.2	Business Analysis	Call with management regarding various matters
Jamie O'Connell	09/26/13	0.8	Business Analysis	Conference call with management and counsel
Jamie O'Connell	09/27/13	0.5	Business Analysis	Review and comment on presentation related to business matter
Adam Schlesinger	09/30/13	1.2	Business Analysis	Review subordination premium analysis
Jamie O'Connell	09/30/13	0.4	Business Analysis	Review materials related to business matter
Justin Federbush	09/08/13	1.5	Business Analysis	Editing Financial Model
Justin Federbush	09/09/13	1.5	Business Analysis	Editing Financial Model
Justin Federbush	09/10/13	0.5	Business Analysis	Editing Financial Model
Justin Federbush	09/12/13	2.0	Business Analysis	Editing Financial Model
Justin Federbush	09/23/13	4.0	Business Analysis	Subordination Premium Analysis
Justin Federbush	09/23/13	2.0	Business Analysis	DPO Covenant Analysis
Justin Federbush	09/24/13	4.0	Business Analysis	Subordination Premium Analysis
Justin Federbush	09/25/13	0.2	Business Analysis	Meeting with A. Schlesinger regarding Subordination Premium Analysis
Justin Federbush	09/29/13	3.0	Business Analysis	Subordination Premium Analysis
Justin Federbush	09/30/13	0.2	Business Analysis	Subordination Premium Analysis
		<u>27.9</u>		

BLACKSTONE ADVISORY PARTNERS L.P.
HOURLY DETAILS FOR THE PERIOD OF
SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013

Professional	Date	Hours	Category	Explanation
Adam Schlesinger	09/04/13	0.7	Case Administration	Review emergence checklist
Adam Schlesinger	09/05/13	1.0	Case Administration	Review court filings
Adam Schlesinger	09/19/13	0.7	Case Administration	Call with counsel regarding emergence payments
Adam Schlesinger	09/20/13	1.5	Case Administration	Review Plan payment structure
Adam Schlesinger	09/20/13	0.5	Case Administration	Call with counsel regarding emergence payments
Adam Schlesinger	09/23/13	1.0	Case Administration	Conference call with management and counsel
Adam Schlesinger	09/23/13	1.0	Case Administration	Review draft exhibits
Jamie O'Connell	09/23/13	1.0	Case Administration	Conference call with management and counsel
Justin Federbush	09/23/13	1.0	Case Administration	Conference call with management and counsel
Adam Schlesinger	09/29/13	2.5	Case Administration	Review Plan and emergence payments
		<u>10.9</u>		

BLACKSTONE ADVISORY PARTNERS L.P.
HOURLY DETAILS FOR THE PERIOD OF
SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013

Professional	Date	Hours	Category	Explanation
Adam Schlesinger	09/06/13	0.4	Claims Analysis Objection/Resolution	Review claims
Adam Schlesinger	09/09/13	1.0	Claims Analysis Objection/Resolution	Claims Reconciliation Call
Adam Schlesinger	09/11/13	1.0	Claims Analysis Objection/Resolution	Claims Reconciliation Call
Justin Federbush	09/11/13	1.0	Claims Analysis Objection/Resolution	Claims Reconciliation Call
Adam Schlesinger	09/19/13	1.0	Claims Analysis Objection/Resolution	Claims Reconciliation Call
Justin Federbush	09/19/13	1.0	Claims Analysis Objection/Resolution	Claims Reconciliation Call
Adam Schlesinger	09/26/13	1.5	Claims Analysis Objection/Resolution	Review claims
Adam Schlesinger	09/26/13	1.0	Claims Analysis Objection/Resolution	Claims Reconciliation Call
Justin Federbush	09/26/13	1.0	Claims Analysis Objection/Resolution	Claims Reconciliation Call
		<u>8.9</u>		

BLACKSTONE ADVISORY PARTNERS L.P.
HOURLY DETAILS FOR THE PERIOD OF
SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013

Professional	Date	Hours	Category	Explanation
Adam Schlesinger	09/11/13	0.6	Committee	Communication with creditor committees regarding business matter
Adam Schlesinger	09/17/13	0.9	Committee	Review creditor committee presentation
Adam Schlesinger	09/18/13	0.6	Committee	Review creditor committee presentation
Adam Schlesinger	09/26/13	2.5	Committee	Review and edit creditor committee presentations
Adam Schlesinger	09/26/13	0.4	Committee	Communication with creditor committees regarding business matter
		<u>5.0</u>		

BLACKSTONE ADVISORY PARTNERS L.P.
HOURLY DETAILS FOR THE PERIOD OF
SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013

Professional	Date	Hours	Category	Explanation
Adam Schlesinger	09/25/13	0.5	Fee Applications	Review draft fee application
		<u>0.5</u>		